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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

IDAHO PART B PROVIDERS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 21, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Meryl DeWitt

Corporation Clerk

STATE OF IDAHO
ARTICLES OF INCORPORATION

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SEC. OF STATE
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The undersigned natural person, having capacity to contract and acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following charter for such corporation:

- FIRST:** The name of the corporation is Idaho Part B Providers, Inc.
- SECOND:** The duration of the existence of the corporation is perpetual.
- THIRD:** The nature of the business to be conducted and the purposes for which the corporation is organized, which are to be promoted by the corporation, and which shall be in addition to the authority of the corporation to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act are as follows:
- 1) To engage in the provision, billing and collection processes relating to certain supplies and services utilized within long term care facilities
 - 2) The foregoing provisions of this Article shall be construed both as purposes and power and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article, be in no wise limited or restricted by references to, or inference from, the terms of any provision of this or any other article of this charter; provided, that the corporation shall not carry on any business or exercise any power in the State of Idaho or in any state, territory, or country which under the laws thereof the corporation may not lawfully carry on or exercise, nor shall it organize in Idaho for a purpose for which a statute other than the Idaho Business Corporation Act applies.
- FOURTH:** The corporation is authorized to issue 1,000 common shares, which shares collectively shall be a single class, shall have unlimited voting rights and shall have the right to receive the net assets of the corporation upon dissolution. The shares shall have no par value.
- FIFTH:** The address of the corporation's initial registered office in the State of Idaho shall be 300 North 6th Street, Boise, Idaho 83701.
- SIXTH:** The name of the corporation's initial registered agent, to be located at the corporations registered office above is C.T. Corporation System.
- SEVENTH:** The corporation is for profit.
- EIGHTH:** The name and address of the initial board of directors is Gary P. Lakins, 8705 Unicorn Drive, Knoxville, Tennessee 37923.
- NINTH:** The incorporator is Gary P. Lakins, 8705 Unicorn Drive, Knoxville, Tennessee 37923.

TENTH: The directors of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; except for acts which constitute (a) a breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts as set forth in Idaho Code § 30-1-48; or (d) for any transaction from which the director derived an improper personal benefit.

ELEVENTH: This corporation shall have such general Powers as provided in Title 30 of Idaho Code and such powers as are not prohibited by or contrary to the laws of the State of Idaho and the United States of America providing for the powers and rights of corporations in this State. The bylaws of the corporation shall control the general powers of the officers, directors and shareholders where special provisions are required and/or authorized or permitted by the Idaho Business Corporation Act.

Dated: January 17, 1992


Gary P. Lakin
Incorporator